

ATTACHMENT B

Certificate of Incorporation and Certificate of Authority to Transact Business in Illinois



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 28, 2003

6261-931-7

CAROL WOLF BILLEK
ENTRIX TELECOM, INC.
520 BROAD STREET
NEWARK, NJ 07102-3111

RE ENTRIX TELECOM, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

6261-931-7
SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JAN 28 2003

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 1-28-03

License Fee \$

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved: \$100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: ENTRIX TELECOM, INC. *RJB*

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: DELAWARE

(b) Date of Incorporation: AUGUST 16, 2002

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

520 BROAD STREET

NEWARK, NEW JERSEY 07102

NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CT CORPORATION SYSTEM

First Name

Middle Name

Last Name

Registered Office 208 SOUTH LaSALLE STREET

Number

Street

Suite #

CHICAGO

60604

COOK

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

DE

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	<u>Morris Lichtenstein</u>	<u>520 Broad Street</u>	<u>Newark</u>	<u>NJ</u>	<u>07102</u>
Secretary	<u>Norman Rosenberg</u>	<u>520 Broad Street</u>	<u>Newark</u>	<u>NJ</u>	<u>07102</u>
Director	<u>Morris Lichtenstein</u>	<u>520 Broad Street</u>	<u>Newark</u>	<u>NJ</u>	<u>07102</u>
Director	<u>Doug Mauro</u>	<u>520 Broad Street</u>	<u>Newark</u>	<u>NJ</u>	<u>07102</u>
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

045

TELECOMMUNICATION SERVICE

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	COMMON	\$0.01	1,500	1,500 ✓

9. Paid-in Capital: \$ 15
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 100.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 1,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.) See Annex A attached

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
(b) Number of shares of all classes owned by residents of Illinois:
(c) Number of shares of all classes owned by non-residents of Illinois:
(d) Is the corporation transacting business in this state at this time?
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated October 18, 2002 ENTRIX TELECOM, INC.
(Month & Day) (Year) (Exact Name of Corporation)

attested by Norman Rosenberg Secretary by Morris Lichtenstein President
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
(Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

ENTRIX TELECOM, INC.

11.

- (a) Marni Chorzewski
C/o McDermott Will & Emery
50 Rockefeller Plaza, suite 1022
New York, New York 10020
- (b) Zero shares owned by residents of Illinois
- (c) 1,500 shares owned by non-residents of Illinois
- (d) no, will commence business upon qualification

Delaware

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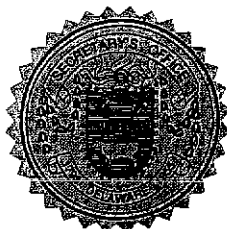
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ENTRIX TELECOM, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTEENTH DAY OF AUGUST, A.D. 2002, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3559750 8100H

AUTHENTICATION: 1960678

020546988

DATE: 08-29-02

CERTIFICATE OF INCORPORATION
OF
Entrix Telecom, Inc.

1. The name of the corporation is Entrix Telecom, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of common stock which the corporation shall have authority to issue is 1,500 shares with penny par value.
5. The name and mailing address of the incorporator is as follows:

Name


Dawn Ragucci

Mailing Address50 Rockefeller Plaza
Suite 1022
New York, NY 10020

6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.
8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 16th day of August, 2002.


Incorporator
Dawn Ragucci